

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**ONWARD MEDICAL N.V.**  
**13 June 2024**

Minutes of the annual general meeting of shareholders of **ONWARD Medical N.V.**, a limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its corporate seat at Schimmelt 2-16, 5611 ZX Eindhoven, the Netherlands (the "**Company**"), held at Beethovenstraat 400, 1082 PR Amsterdam, on Thursday, 13 June 2024 at 4:00 p.m. CEST (the "**Meeting**").

<b>1.</b>	<i>Opening</i>
<b>Chair</b>	<p>Mr. Jan Øhrstrøm, the Company's chair, acted as chair of the Meeting, opened the Meeting at 4:00 p.m. CEST, welcomed the shareholder present at the Meeting and introduced the other attendees present at the Meeting, being David L. Marver, the Company's CEO, Amori Fraser, the Company's Finance Director, and several other members of the management team.</p> <p>Also present was our Dutch legal counsel, Daan Hagelstein, working with NautaDutilh N.V. and the Company's auditor Hans Lemmens, working with Ernst &amp; Young Accountants LLP. Mr. Hagelstein was asked to act as secretary of the Meeting.</p> <p>Mr. Øhrstrøm welcomed the shareholder present at the Meeting.</p>
<b>Secretary</b>	<p>Mr. Hagelstein informed the Meeting of the following legal matters:</p> <ul style="list-style-type: none"><li>- The meeting has been convened with due observance of all applicable provisions of Dutch law and the Company's articles of association.</li><li>- 22.408.723 shares in the Company's share capital were represented at the Meeting, representing 64,71% of the Company's issued share capital.</li><li>- The requisite quorum stipulated by the Company's articles of association was represented at this Meeting. Therefore, the voting items on the agenda could be passed by simple majority.</li><li>- The Meeting would be conducted in the English language.</li></ul>
<b>Chair</b>	<p>The chair gave the floor to Mr. Marver and Ms. Fraser.</p>
<b>Mr. Marver and Ms. Fraser</b>	<p>Mr. Marver presented the 2023 Company highlights, including, among others, an overview of the Company's major achievements, including BCI publication and FIH, new commercial partnership and Parkinson's grant. Ms. Fraser then discussed the 2023 financial highlights of the Company.</p> <p>During the presentation, Mr. Marver and Ms. Fraser answered questions of the shareholder, regarding, among others, the Company's cash burn and the commercialization of the product, to the satisfaction of the shareholder, after which Ms. Fraser gave the floor back to the chair.</p>
<b>Chair</b>	<p>The chair stated that the voting procedure for this meeting will take place by acclamation and indicated that Mr. Hagelstein will vote in accordance with the</p>

voting instructions provided to him, which were already tabulated before the meeting.

Since there were no questions regarding the method of voting the chair proceeded to the next item on the agenda.

2. *Discussion of the annual report over the financial year 2023 (discussion item)*

**Chair**

The chair indicated that the next item on the agenda is the discussion of the Company's Dutch statutory annual report over the financial year 2023, which is posted on the Company's website.

Since there were no questions, the chair proceeded to the next item of the agenda.

3. *Adoption of the annual accounts over the financial year 2023 (voting item)*

**Chair**

The chair indicated that the next agenda item is the adoption of the Company's Dutch statutory annual accounts over the financial year 2023.

The chair indicated that the Company's auditor is present here to address and respond to any topics raised by shareholders with respect to their audit functioning. The chair gave the word to the Company's auditor, Hans Lemmens.

**Hans Lemmens**

Hans Lemmens made a short statement on his findings.

Mr Lemmens answered questions of the shareholder regarding fraud management, to the satisfaction of the shareholder.

Thereafter, Mr. Lemmens gave the floor back to the chair.

**Chair**

Since there were no further questions, the AGM voted on and passed the item.

4. *Implementation of the compensation policy over the financial year 2023 (advisory non-binding voting item)*

**Chair**

The chair introduced the next agenda item, the advisory non-binding vote on the implementation of the compensation policy over the financial year 2023.

Since there were no questions, the AGM voted on and passed the item.

5. *Explanation of the dividend and reservation policy (discussion item)*

**Chair**

The chair introduced the next item on the agenda item, the discussion of the Company's dividend and reservation policy, and referred to the explanation to the agenda for further details.

Since there were no questions, the chair proceeded to the next item on the agenda.

6. *Release of the directors from liability for the exercise of their duties during the financial year 2023 (voting item)*

**Chair**

The chair introduced the following agenda item, the release of the directors from liability for the exercise of their duties during the financial year 2023.

Since there were no questions, the AGM voted on and passed the item.

7. *Appointment of Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the financial year 2024 (voting item)*

**Chair** The chair introduced the following agenda item, the appointment of Ernst & Young Accountants LLP over the financial year 2024.

Mr Lemmens answered questions of the shareholder regarding the exam fraud of KPMG and the measures taken by EY in that respect, to the satisfaction of the shareholder.

Since there were no further questions, the AGM voted on the item and the vote passed.

8. *Re-appointment of Mr. Jan Koch Øhrstrøm as non-executive director (voting item)*

**Chair** The chair introduced the next agenda item, the re-appointment of Mr. Jan Koch Øhrstrøm as non-executive director of the Company.

The chair indicated that the Company believes that Mr. Øhrstrøm is highly qualified for this re-appointment given his knowledge of the Company and the dedication with which he has performed his duties as non-executive director of the Company during his previous term of office.

Since there were no questions, the AGM voted on the item and the vote passed.

9. *Appointment Mr. John Paul de Koning as non-executive director (voting item)*

**Chair** The chair introduced the next agenda item, the appointment of Mr. John Paul de Koning as non-executive director of the Company.

The chair indicated that the Company believes that Mr. Koning is highly qualified for this appointment given his knowledge of the Company and the dedication with which he has performed his duties as non-executive director of the Company during his previous term of office.

Since there were no questions, the AGM voted on the item and the vote passed.

10 *Delegation of the authority of the board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the company for 10% of the company's issued share capital and to limit or exclude pre-emptive rights in connection therewith (voting item)*

**Chair** The chair introduced the following item on the agenda, the delegation of the authority of the board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the Company for 10% of the Company's issued share capital and to limit or exclude pre-emptive rights in connection therewith.

Since there were no questions, the AGM voted on the item and the vote passed.

11 *Delegation of the authority of the board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the company for an additional 50% of the company's issued share capital and to limit or exclude pre-emptive rights in connection with a potential capital raise (voting item)*

**Chair** The chair introduced the following item on the agenda, the delegation of the authority of the board to issue ordinary shares and to grant rights to subscribe for ordinary shares in the capital of the Company for an additional 50% of the

Company's issued share capital and to limit or exclude pre-emptive rights in connection with a potential capital raise.

Since there were no questions, the AGM voted on the item and the vote passed.

*12 Authorization of the board to acquire ordinary shares in the Company's capital (voting item)*

**Chair** The chair indicated that the next item on the agenda is the authorization of the board to acquire ordinary shares in the Company's capital.

The Company proposed to renew the authorization of the board to acquire ordinary shares in the Company's capital, effectively extending the current authorization for a period ending 18 months following the date of the AGM subject to the conditions set forth in the explanatory notes to the agenda. If this resolution passed, the proposed authorization shall replace the existing authorization referred to previously.

Mr. Marver responded to a question of the shareholder regarding the necessity of this agenda item, to the satisfaction of the shareholder.

Since there were no further questions, the AGM voted on the item and the vote passed.

*13 Amendment to the Company's articles of association*

**Chair** The chair indicated that the next item on the agenda is the amendment to the Company's articles of association in conformity with the draft notarial deed drawn up by NautaDutilh N.V. and bearing the reference 82045292 M 54939628 (unofficial translation bearing the reference 82045292 M 54939750) and the authorization of every (candidate-)civil-law notary and notarial employee working at the office of NautaDutilh N.V. to execute such deed of amendment to the articles of association.

Since there were no questions, the AGM voted on the item and the vote passed.

*14 and 15 Questions and closing*


**Chair** Since there were no further questions, the chair closed the meeting at 4:32 p.m. CEST and thanked everyone for their attendance and participation.

*(signature page follows)*

*Signature page to the minutes of the annual general meeting of ONWARD Medical N.V., held on 13 June 2024*



Mr. Øhrstrøm  
Chair



Mr. Hagelstein  
Secretary